

**COMBINED DECLARATION AND
POWER OF ATTORNEY FOR PATENT APPLICATION**

As below named inventors, we hereby declare that:

Our residences, post office addresses and citizenships are as stated below adjacent to our names.

We believe we are the original, first and sole inventors (if only one name is listed below) or the original, first and joint inventors (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled, "**In Vivo Induction for Enhanced Function of Isolated Hepatocytes**" the specification of which (check one):

is attached hereto

was filed as United States Patent Application Serial No. _____ on _____ and was amended on _____ (if applicable)

was filed as PCT Patent Application Serial No. _____ on _____, and was amended under PCT Article 19 on _____ (if applicable)

We hereby state that we have reviewed and understand the contents of the above-identified specification, including the claims, as amended by an amendment referred to above.

We acknowledge the duty to disclose information which is material to the patentability of the claims of this application in accordance with Title 37, CFR § 1.56.

We hereby claim foreign priority benefits under Title 35, United States Code § 119(a)-(d) or § 365(b), of any foreign applications(s) for patent or inventor's certificate, or under § 365(a), of any PCT international applications(s) designating at least one country other than United States of America listed below and have also identified below any foreign applications(s) for patent or inventors' certificate or any PCT international application(s) designating at least one country other than the United States of America filed by us on the same subject matter having a filing date before that of the application(s) of which priority is claimed:

**PRIOR FOREIGN/PCT APPLICATION(S)
AND ANY PRIORITY CLAIMS UNDER 35 U.S.C. § 119 (a) - (d) or 365(b), or 365(a)**

Country (if PCT, indicate PCT)	Application Number	Filing Date (mm/dd/yy)	Priority Claimed Under 35 U.S.C. §119 (yes/no)

EXPRESS MAIL LABEL NO. EV225204597US
DATE OF DEPOSIT 27 June 2003

EXPRESS MAIL LABEL NO. EV038244719 US
DATE OF DEPOSIT 12/21/2001

We hereby claim benefit under 35 U.S.C. § 119(e) of any United States provisional application(s) listed:

Application Number(s)	Filing Date (mm/dd/yy)	Priority Claimed Under 35 U.S.C. § 119
60/145,362	July 22, 1999	Yes

We hereby claim the benefit under Title 35, United States Code § 120 of any United States Application, or under § 365(c), any PCT International Application designating the United States of America that is/are listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in that/those prior applications(s) in the manner provided by the first paragraph of Title 35, United States Code § 112, we acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations § 1.56(a) which occurred between the filing date of the prior application(s) and the national or PCT international filing date of this application:

PRIOR U.S. APPLICATION(S) OR PCT INTERNATIONAL APPLICATION(S) DESIGNATING THE U.S. FOR BENEFIT UNDER 35 U.S.C. § 120 or § 365(c)

Application Number(s)	Filing Date (mm/dd/yy)	Status: Patented, Pending, or Abandoned

Power of Attorney. As named inventors, we hereby appoint the following attorney(s) and/or agents associated with Hale and Dorf LLP, 60 State Street, Boston, Massachusetts 02109, Customer No. 23483, to prosecute the above-identified application and transact all business in the Patent and Trademark Office connected therewith:

Hollie L. Baker	Reg. No. 31,321
Keum J. Park	Reg. No. 42,059
Scott M. Alter	Reg. No. 32,879
Michael J. Bevilacqua	Reg. No. 31,091
David J. Cerveny	Reg. No. 44,600
Nancy Chiu, Ph.D.	Reg. No. 43,545
Michael A. Diener	Reg. No. 37,122
Peter M. Dichiara	Reg. No. 38,005
Gregory S. Discher	Reg. No. 42,488
Ira H. Donner	Reg. No. 35,120
Richard A. Goldenberg	Reg. No. 38,895
Edward D. Grieff	Reg. No. 38,898
Wayne M. Kennard	Reg. No. 30,271
Wayne A. Keown, Ph.D.	Reg. No. 33,923
Anne-Louise Kerner, Ph.D.	Reg. No. 33,523
Janice M. Klunder, Ph.D.	Reg. No. 41,121
James B. Lampert	Reg. No. 24,564
Ayla A. Lari	Reg. No. 43,739
Nels Lippert	Reg. No. 25,888
Dominic Massa	Reg. No. 44,905
Robert McIsaac	Reg. No. P 46,918
Jason A. Reyes	Reg. No. 41,513

Gretchen A. Rice, Ph.D.	Reg. No. 37,429
Donald R. Steinberg	Reg. No. 37,241
Colleen Superko	Reg. No. 39,850
C. Hall Swaim	Reg. No. 22,838
Rajesh Vallabh	Reg. No. 35,761
Henry N. Wixon	Reg. No. 32,073
Luke Yeh	Reg. No. 43,296

All correspondence should be sent to: [] Customer No. noted above or [X] Address below.

Hollie L. Baker, Esq.
 HALE AND DORR LLP
 60 State Street
 Boston, MA 02109
 Telephone No.: (617) 525-6519
 Facsimile No.: (617) 526-5000

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment or both under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Full name of first inventor: Susan J. Sullivan

Inventor's Signature Susan J. Sullivan Date 7-24-00

Citizenship: USA

Residence: 7 Lind Road, Newton, Massachusetts

Postal Address: (if different from residence) _____

Full name of second inventor (if applicable): Paul G. Gregory

Inventor's Signature Paul G. Gregory Date 7-24-2000

Citizenship: USA

Residence: 14 Quail Hollow Drive, Shrewsbury, Massachusetts

Postal Address: (if different from residence): _____

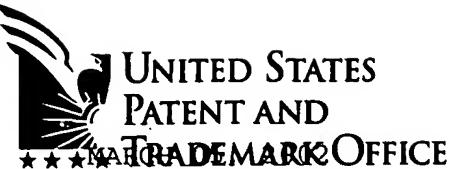
Full name of third inventor (if applicable): Paul A. DiMilla

Inventor's Signature Paul A. DiMilla Date 7/24/2000

Citizenship: USA

Residence: 66 Tisdale Drive, Dover Massachusetts

Postal Address: (if different from residence): _____



PTAS

HALE AND DORR LLP
HOLLIE L. BAKER
60 STATE STREET
BOSTON, MA 02109

Chief Information Officer
Washington, DC 20231



101943311A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 12/21/2001

REEL/FRAME: 012440/0601
NUMBER OF PAGES: 7

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

SULLIVAN, SUSAN J.

DOC DATE: 11/14/2001

ASSIGNOR:

GREGORY, PAUL G.

DOC DATE: 11/14/2001

ASSIGNOR:

DIMILLA, PAUL A.

DOC DATE: 11/14/2001

ASSIGNEE:

ORGANOGENESIS INC.
150 DAN ROAD
CANTON, MASSACHUSETTS 02021

SERIAL NUMBER: 09621921

FILING DATE: 07/24/2000

PATENT NUMBER:

ISSUE DATE:

SERIAL NUMBER: 10036593

FILING DATE: 12/21/2001

PATENT NUMBER:

ISSUE DATE:

EXPRESS MAIL LABEL NO. FV225204597US
DATE OF DEPOSIT 27 June 2003

HALE & DORR DOCKETING
RE: 68603.S07
Action Date: _____
Action to be Taken: _____
Docketed by: AA On: 3/12/02

JEEVON JONES, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS



UNITED STATES
PATENT AND
TRADEMARK OFFICE

Chief Information Officer
Washington, DC 20231
USPTO.gov

AUTHORIZATION TO CHARGE ADDITIONAL FEES TO DEPOSIT



101943311B

MARCH 05, 2002

TO: OFFICE OF FINANCE
FROM: ASSIGNMENT DIVISION
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SUBJECT: DEPOSIT ACCOUNT CHARGE(S)

CHARGE THE DEPOSIT ACCOUNT LISTED BELOW ADDITIONAL FEE(S) AS INDICATED BELOW. AUTHORIZATION TO CHARGE ADDITIONAL FEES HAS BEEN PROVIDED PER THE ATTACHED COVER SHEET, OR BY DIRECT CONTACT WITH THE CUSTOMER.

DEPOSIT ACCOUNT NUMBER: 060219
PROPERTY NUMBER: 09621921

RECORDING FEES:

FEE CODE: 581 AMOUNT: 40

IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

JEEVON JONES, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

TRADEMARK SERVICE FEES: FEE CODE:

RECORDING FIRST MARK	481
RECORDATION SECOND AND	482
SUBSEQUENT MARK IN SAME DOCUMENT	
LABOR CHARGES FOR SERVICES PER HOURS	484
OR FRACTION THEREOF	
UNSPECIFIED OTHER SERVICES	485

PATENT SERVICE FEES:

RECORDING EACH PATENT ASSIGNMENT, AGREEMENT, OTHER PAPER, PER PROPERTY	581
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LABOR CHARGES FOR SERVICES PER HOUR (\$30) OR FRACTION THEREOF	584
UNSPECIFIED OTHER SERVICES	585

01-14-2002

101943311
RECEIPT FORM COVER SHEET
PATENTS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New *12/21/01*
 Resubmission (Non-Recordation)
Document ID#
 Correction of PTO Error
Reel # Frame #
 Corrective Document
Reel # Frame #

Conveyance Type

Assignment Security Agreement
 License Change of Name
 Merger Other
U.S. Government
(For Use ONLY by U.S. Government Agencies)
 Departmental File Secret File

U.S. PRO
J1046 10/03/593
12/21/01

Conveying Party(ies)

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
11 14 01

Name (line 1) Susan J. Sullivan

Name (line 2)

Second Party

Name (line 1) Paul G. Gregory

Execution Date
Month Day Year
11 14 01

Name (line 2)

Receiving Party

Mark if additional names of receiving parties attached

Name (line 1) Organogenesis Inc.

If document to be recorded
is an assignment and the
receiving party is not
domiciled in the United
States, an appointment
of a domestic
representative is attached.
(Designation must be a
separate document from
Assignment.)

Name (line 2)

Address (line 1) 150 Dan Road

Address (line 2)

Address (line 3) Canton

City

Massachusetts

State/Country

02021

Zip Code

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Hollie L. Baker

Address (line 1) Hale and Dorr LLP

Address (line 2) 60 State Street

Address (line 3) Boston, MA 02109

Address (line 4) United States of America

01/14/2002 AHMED1 00000365 080219 10036593

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EXPRESS MAIL LABEL NO. *EV 0382447903*

01 FC:581

40.00 CH

DATE OF DEPOSIT *12/21/2001*

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Correspondent Name and Address

Area Code and Telephone Number **617-526-6000**

Name **Hollie L. Baker**

Address (line 1) **Hale and Dorr LLP**

Address (line 2) **60 State Street**

Address (line 3) **Boston, MA 02109**

Address (line 4) **United States of America**

Pages

Enter the total number of pages of the attached conveyance document
including any attachments.

4

Application Number(s) or Patent Number(s)

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

09/621,921

Patent Number(s)

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month **Day** **Year**

Patent Cooperation Treaty (PCT)

Enter PCT application number

PCT

PCT

PCT

only if a U.S. Application Number **PCT** **PCT** **PCT**

has not been assigned.

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ **40.00**

Method of Payment:

Deposit Account

Enclosed

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: **#08-0219**

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Hollie L. Baker

Name of Person Signing

Signature

Hollie L. Baker **11-19-2001**

Date

ASSIGNMENT

WHEREAS, we, Susan J. Sullivan, a citizen of the United States and residing at 7 Lind Road, Newton, Massachusetts 02465, Paul G. Gregory, a citizen of the United States and residing at 14 Quail Hollow Drive, Shrewsbury, Massachusetts 01545, and Paul A. DiMilla, a citizen of the United States and residing at 66 Tisdale Drive, Dover, Massachusetts 02030 are the inventors of a certain new and useful invention and discovery, for which we have made an application for a United States Patent entitled "**IN VIVO INDUCTION FOR ENHANCED FUNCTION OF ISOLATED HEPATOCYTES**" also identified as Attorney Docket Number 68603.507, the specification of which was filed with the United States Patent and Trademark Office on July 24, 2000, and has been assigned Serial Number 09/621,921.

WHEREAS, Organogenesis Inc., whose address is 150 Dan Road, Canton, Massachusetts 02021, which, together with its successors and assigns is hereinafter called "**ASSIGNEE**," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited.

NOW, THEREFORE, for and in consideration of our employment by **ASSIGNEE** and other valuable consideration furnished by **ASSIGNEE** to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to **ASSIGNEE** the entire right, title, and interest in and to said inventions and discoveries, said United States Patent Application, any and all other applications for Letters Patent(s) on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation, continuation-in-part, reexamination and convention applications based in whole, or in part, upon said inventions or discoveries, or upon said United States Patent Application, and any and all Letters Patent(s), reissues, and extensions of Letters Patent(s) granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon, or arise from, said inventions, said discoveries, said applications, and said Letters Patent(s);

2. Authorize **ASSIGNEE** to file patent applications in any or all countries on any or all of said inventions and discoveries in our names or in the name of **ASSIGNEE** or otherwise as **ASSIGNEE** may deem

advisable, under International Conventions or otherwise;

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments throughout the world to issue or transfer all said Letters Patent(s) to ASSIGNEE, as assignee of the entire right, title, and interest therein or otherwise as ASSIGNEE may direct;

4. Warrant that we have not knowingly conveyed to others any right in said inventions, discoveries, applications, or patents, or any license to use the same, or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to ASSIGNEE without encumbrance;

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon ASSIGNEE's request and at ASSIGNEE's expense, but without additional consideration to either us or them, all acts reasonably serving to assure that said inventions and discoveries, said patent applications, and said Letters Patent(s) shall be held and enjoyed by ASSIGNEE as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this Assignment had not been made; and particularly to execute and deliver to ASSIGNEE all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by ASSIGNEE; and to communicate to ASSIGNEE all facts known to us relating to said inventions and discoveries or the history thereof, and to testify as to the same in any court or proceeding; and to furnish ASSIGNEE any and all documents, photographs, models, samples, and other physical exhibits in our control or in the control of our heirs, legal representatives, or assigns which may be useful for establishing the facts of our conceptions, disclosures, and reduction to practice of said inventions and discoveries.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 14th day of November 2001.

Susan J. Sullivan
Susan J. Sullivan

On this 14th day of November, 2001, before me personally came the above-named Susan J. Sullivan to me personally known and known to me to be the same individual who executed the foregoing assignment, and who acknowledged to me that execution of the same was of his own free will for the use and purposes therein set forth.

WITNESS:

Edith M. Mann

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 14th day of November 2001.

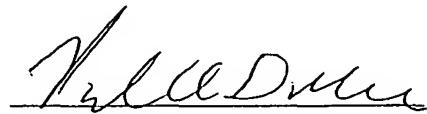
Paul G. Gregory
Paul G. Gregory

On this 14th day of November, 2001, before me personally came the above-named Paul G. Gregory to me personally known and known to me to be the same individual who executed the foregoing assignment, and who acknowledged to me that execution of the same was of his own free will for the use and purposes therein set forth.

WITNESS:

Edith M. Mann

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 14th day of November
2001.



Paul A. DiMilla

On this 14th day of November, 2001, before me personally came the above-named Paul A. DiMilla to me personally known and known to me to be the same individual who executed the foregoing assignment, and who acknowledged to me that execution of the same was of his own free will for the use and purposes therein set forth.

WITNESS:

